

COSTAR TECHNOLOGIES, INC.

STRATEGIC COMMITTEE CHARTER

As adopted on _____, 2018

I. STATEMENT OF POLICY, AUTHORITY AND RESPONSIBILITIES

This Charter specifies the scope and responsibilities of the Strategic Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Costar Technologies, Inc., a Delaware corporation (the “*Company*”), and how the Committee carries out those responsibilities. The Committee’s duties and responsibilities are as follows:

1. To monitor, consider, evaluate, review, analyze and coordinate responses to (but not approve) strategic transactions involving the Company, including, without limitation (a) business combination transactions involving the Company, (b) an acquisition or sale of the Company, (c) recapitalizations, restructurings or other similar transactions involving the Company and (d) any other strategic transactions involving the Company, including, without limitation, acquisitions and dispositions by the Company (each, a “*Potential Transaction*”).
2. To negotiate with any party the Committee deems appropriate with respect to the terms and conditions of any Potential Transaction and make recommendations to the Board regarding approval of any Potential Transaction.
3. To determine whether any Potential Transaction negotiated by the Committee is fair to, and in the best interests of, the Company and its stockholders.
4. To approve any action taken by the Company with respect to any Potential Transaction.
5. To perform such other functions and have such other powers as may be necessary or convenient to the efficient discharge of the foregoing functions.
6. To report to the Board regarding the foregoing from time to time, or whenever it shall be called upon to do so.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee will be comprised of at least two (2) independent directors as determined by the Board. The members of the Committee shall be elected by the Board and shall serve at the pleasure of the Board. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership.

III. OPERATIONS

Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Committee members present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee. The Committee shall make and retain complete and accurate minutes of its meetings. The Committee may engage, direct, oversee and receive advice from legal counsel to advise it and assist it in connection with fulfilling its duties. The Company shall be responsible for the payment of the fees and expenses of such counsel.

IV. MEETINGS

The Committee shall meet as often as necessary to fulfill its duties and responsibilities. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.